

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

March 25, 2002

RECORDATION NO. 23932 FILED

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

APR 5 '02 1-52 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Full Maintenance Lease Agreement dated as of June 28, 2001 between the following parties:

Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center #3700
San Francisco, CA 94111

Lessee: Dakota, Minnesota & Eastern Railroad Corporation
337 - 22nd Avenue South
Brookings, SD 57006

Equipment: 25 RBL Boxcars
DME 5650-5674

Please record this Memorandum of Full Maintenance Lease Agreement as a primary document. The filing fee of \$28.00 is included in our enclosed Check No. 5956 in the amount of \$252.00.

Summary: Memorandum of Full Maintenance Lease Agreement dated June 28, 2001 between Helm-Pacific Leasing as Lessor and Dakota, Minnesota & Eastern Railroad Corporation as Lessee for 25 RBL boxcars, DME 5650-5674 to be filed as a primary agreement.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

Enclosures (3)

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MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of June 28, 2001 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of June 28, 2001 ("Lease") between **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**Lessor**"), and **DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION**, a Delaware corporation ("**Lessee**"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("**Units**"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.


The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

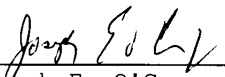
LESSOR

HELM-PACIFIC LEASING

By: **Helm Pacific Corporation,**
a General Partner

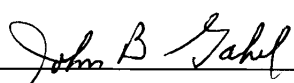
By: 
Name: David R. Eckles
Title: Chief Executive Officer

By: **Union Pacific Venture Leasing,**
Incorporated, a General Partner

By: 
Name: Joseph E. O'Connor, Jr.
Title: President

LESSEE

**DAKOTA, MINNESOTA & EASTERN
RAILROAD CORPORATION**

By: 
Name: JOHN B GABEL
Title: General Manager Surface Fleet

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SURFACE TRANSPORTATION BOARD

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Twenty-five (25), 100-ton, 60' RBL insulated boxcars equipped with two (2) moveable interior bulkheads.

Unit Numbers:

DME 5650-5674

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 23, 2001, before me, Alison Drain,
personally appeared David R. Eckles, Chief Executive Officer of **HELM PACIFIC
CORPORATION**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

Witness my hand and official seal.



Alison Drain
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

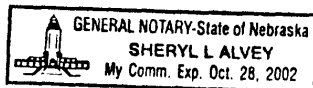
On July 19, 2001, before me, Sheryl L. Alvey,
personally appeared Joseph E. O'Connor, Jr., President of **UNION PACIFIC VENTURE
LEASING, INCORPORATED**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

Witness my hand and official seal.



Sheryl L. Alvey
SIGNATURE OF THE NOTARY

STATE OF SOUTH DAKOTA)
) S.S.
COUNTY OF BROOKINGS)

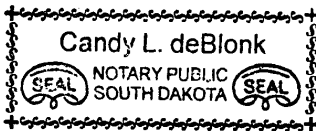
On July 5, 2001, before me, Candy L. deBlonk,
personally appeared John B. Gabel, Gen. Mgr. Railcar Fleet of
DAKOTA, MINNESOTA & EASTERN RAILROAD COMPANY,

___ personally known to me -OR-

___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

Witness my hand and official seal.



Candy L. deBlonk
SIGNATURE OF THE NOTARY

[Notarial Seal]

My Commission Expires: March 10, 2007

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